

CSX CORP

Form 4/A

March 25, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RATCLIFFE DAVID M

(Last) (First) (Middle)

500 WATER STREET

(Street)

JACKSONVILLE, FL 32202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CSX CORP [CSX]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/18/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code	V Amount (D) Price	220,777 ⁽¹⁾	I	CSX Corporation Directors Deferred Compensation Plan ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(3)	03/13/2015(4)		A		10,984(5) (6)		(3)	(3)	Common Stock	10,984(5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RATCLIFFE DAVID M 500 WATER STREET JACKSONVILLE, FL 32202	X			

Signatures

/s/ Mark D. Austin,
Attorney-in-Fact

03/25/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1,029 shares credited since date of original filing as a result of dividend reinvestment.
- (2) By Trustee, CSX Directors Deferred Compensation Plan (the "Plan"). The shares are payable after the reporting person ceases to be a director or otherwise pursuant to the terms of the Plan.
- (3) Each unit of phantom stock is the economic equivalent of one share of Company common stock. Units of phantom stock become payable, in cash, consistent with the Reporting Person's distribution election made at the time of deferral.
- (4) As a result of the loss of the historical transaction details, the Reporting Person is unable to provide the date of the earliest transaction. Accordingly, the date of the last previously reported transaction was utilized.
- (5) Includes units of phantom stock credited to the Reporting Person's account as a result of the dividend reinvestment feature of the CSX Corporation Directors Deferred Compensation Plan (the "Plan").
- (6) Prior to 2007, the Reporting Person deferred a portion of his cash compensation under the Plan, which was notionally invested into a fund that tracks the value of CSX common stock. At the time of the Reporting Person's initial election and subsequent deferrals, the Company

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relied upon a third-party vendor to document the timing of each deferral. The Company has since stopped using such vendor. In the process of moving this responsibility to a new third-party, the information regarding the timing of deferrals was lost. Since 2007, the Reporting Person has not deferred any portion of his cash compensation into investments that could be deemed phantom stock other than as a result of dividend reinvestments under the Plan.

- (7) Price of each unit of phantom stock was determined at the time of the applicable deferral pursuant to the Plan; therefore, the units have been acquired at various prices. The prices at which the units were acquired is indeterminable.
- (8) As the result of an administrative oversight by the Company, the Reporting Person did not timely file a Form 4 for any of the Reporting Person's cash deferrals under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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